LAW OFFICES OF RICHARD A. FOGEL, PLLC

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July 17, 2000

Secretary
Surface Transportation Board
1925 K Street N.W., Room 704
Washington, D.C. 20036
Attention: Recordation

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SURFACE TRANSPORTATION BOARD

RE: Doci

Documents for Recordation

Trinity Industries Leasing Company Equipment Trust (Series 9-10)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

- 1. Two (2) executed originals of Tenth Supplement to Equipment Trust Agreement, a primary document, dated as of July 13,2000, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as Successor Trustee (the "Bank");
- 2. Two (2) executed originals of an Assignment, a primary document, dated July 13,2000, between the Company ("Assignor") and the Bank, as Successor Trustee ("Assignee");
- 3. Two (2) executed originals of a Bill of Sale, a secondary document, dated July 13,2000, between the Company ("Seller") and the Bank, as Successor Trustee ("Buyer"); and
- 4. Two (2) executed originals of a Bill of Sale, a secondary document, dated July 13,2000, between the Bank, as Successor Trustee ("Seller") and the Company ("Buyer").

The enclosed Tenth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of June 30, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 17848

on July 1, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 17848-B and 17848-A, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to various railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay, (21W), New York, NY 10286.

The railroad equipment covered by the Tenth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$104.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Tenth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Tenth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) <u>Primary Documents</u>. (i) Tenth Supplement to Equipment Trust Agreement, a primary document, dated as of July 13,2000, between the Company (as vendor and lessee), and the Bank, as Successor Trustee, and covering various railcars, and (ii) Assignment, a primary document, dated July 13,2000, between the Company (as Assignor), and the Bank, as Successor Trustee, and covering various railcars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated July 13,2000, between the Company (as Seller), and the Bank, as Successor Trustee (as Buyer), and covering various railroad cars, and connected to the Tenth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated July 13,2000, between the Bank, as Successor Trustee (as Seller) and the Company (as Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of June 30, 1992 referred to above.

Very truly yours,

Richard A. Fogel

RAF:slg Enclosures

cc: Neil Shoop

BILL OF SALE

(Series 9-10)

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THE BANK OF NEW YORK, AS TRUSTEE TO

SURFACE TRANSPORTATION BOARD

TRINITY INDUSTRIES LEASING COMPANY

The Bank of New York, as Successor Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.05(a) of that certain Equipment Trust Agreement dated as of June 30, 1992 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated July 13,2000, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the railcars (the "Trust Equipment") covered by the Railroad Car Lease Agreement described on Exhibit A and Exhibit B hereto, together with all right, title and interest of the Trustee in and to the existing lease or sublease in respect of the Trust Equipment as described on Exhibit A hereto (the "Existing Lease").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Lease and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, The Bank of New York as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, effective this _/4 day of July, 2000.

THE BANK OF NEW YORK

Sy: Was Presiden

Attest:

Assistant Vice President

STATE OF NEW YORK
COUNTY OF NEW YORK

On this // day of July, 2000, before me personally appeared REMO J. REALE ___, to me personally known, who being by me duly sworn, says that he is the Vice President of The Bank of New York; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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Signature of Norary Public

My Commission Expires:

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01 CA5027729
Qualified in Bronx County
Commission Expires May 16, 2002

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated March 7, 1983, between Trinity Industries Leasing Company and The Kansas City Southern Railway Company, covering the following described railroad cars (Rider 2):

Number of Cars	Type	Car Numbers
100	100 Ton Hi-Beam Flat Cars	KCS 711000-711099

2. Railroad Car Lease Agreement, dated May 26, 1992, between Trinity Industries Leasing Company and Martin Marietta Magnesia Specialties, Inc., covering the following described railroad cars (Rider 1):

Number of Cars	<u>Type</u>		Car Numbers	
7	5,125 cu. ft. Lo Covered Hopper Cars	TILX	5164-5170	

EXHIBIT B DESCRIPTION OF TRUST EQUIPMENT

	Quantity and Type	Class	Capacity	Initialed <u>Car Numbers</u>	Earliest Service
1.	100 Flat Cars	FBC	100 Ton	KCS 711000-711099	12/91
2.	7 Hopper Cars	Lo	5,125 cu. ft.	TILX 5164-5170	07/92